

ORIGINAL

ARNOLD & PORTER

555 TWELFTH STREET, N.W.
WASHINGTON, D.C. 20004-1206

(202) 942-5000
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PHILIP W. HORTON
(202) 942-5787

NEW YORK

DENVER

LOS ANGELES

DOCKET FILE COPY ORIGINAL
LONDON

September 25, 1998

RECEIVED

SEP 25 1998

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

Magalie Roman Salas, Secretary
Federal Communications Commission
Room 222
1919 M Street, N.W.
Washington, DC 20554

Re: **SBC/Ameritech Merger; CC Docket No. 98-141**

Dear Secretary Salas:

On July 24, 1998, SBC Communications Inc. and Ameritech Corporation filed applications requesting Commission approval of the transfer of control of FCC licenses and authorizations from Ameritech to SBC in connection with the proposed merger of the Applicants. It has come to our attention that a number of these applications have not appeared on the Commission's RIPS computer system. Accordingly, we have been requested by Commission staff to supply to you date-stamped copies of the applications that are not in the computer system showing that they were in fact filed on July 24. Those copies are enclosed.

Please note that some of these applications as originally filed contained a voluminous "Public Interest Statement" (that statement was cross-referenced in the remaining applications). The Public Interest Statement does appear in the Commission's computer system. Accordingly, we have not included additional copies of it with the enclosed copies of the applications.


No. of Copies rec'd _____
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ARNOLD & PORTER

Magalie Roman Salas
September 25, 1998
Page 2

Thank you for your assistance.

Sincerely,

A handwritten signature in black ink, appearing to read "Philip W. Horton", written in a cursive style.

Philip W. Horton

Counsel for SBC Communications Inc.

cc: Radhika Karmakar

JUL 24 1998

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LONDON

July 24, 1998

STAMP AND RETURN

Federal Communications Commission
Common Carrier Domestic Radio
P.O. Box 358680
Pittsburgh, PA 15251-5680

Re: Application of Ameritech Corporation and
SBC Communications Inc. for Authority, Pursuant
to Part 101 of the Commission's Rules, to Transfer
Control of Licenses Controlled by Ameritech Corporation

Dear Sir/Madam:

Enclosed for filing please find an original and one copy of the application of SBC Communications Inc. and Ameritech Corporation for authority pursuant to Part 101 of the Commission's Rules to transfer control of certain licenses under Part 101 held by Illinois Bell Telephone Company (call signs KB9808, et al.). Also enclosed is a check payable to the Federal Communications Commission in the amount of \$1,285.00 for the prescribed filing fee.

Please note that Exhibits 3-11 of this application duplicate, respectively, Exhibits 3-11 to the Form 704 applying for the Commission's consent to transfer control of the licenses held by Wisconsin Bell, Inc. (call signs KB9805, et al.) from Ameritech Corporation to SBC Communications Inc. ("lead 704"). The two Forms 704 have been filed concurrently. Accordingly, Exhibits 3-11 to the lead 704 are incorporated into this application by reference.

Please direct questions or correspondence concerning SBC Communications Inc.'s portion of this application to:

Wayne Watts
General Attorney and Assistant General Counsel
SBC Communications Inc.
175 E. Houston
San Antonio, TX 78205
210-351-3476 (voice)
210-351-3488 (facsimile)

COPY

ARNOLD & PORTER

Federal Communications Commission
July 24, 1998
Page 2

Please direct questions or correspondence concerning the portion of this application dealing with Ameritech Corporation (and its subsidiaries) to:

Lynn Starr
Executive Director, Federal Relations
Ameritech Corporation
1401 H Street, N.W., Suite 1020
Washington, D.C. 20005
202-326-3800 (voice)
202-326-3826 (facsimile)

Thank you for your assistance.

Sincerely,


Philip Horton

Enclosures

READ INSTRUCTIONS CAREFULLY BEFORE PROCEEDING		FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE		APPROVED BY OMB 3080-0580																																
(1) LOCKBOX # 358680		PAGE NO. <u>1</u> OF <u>1</u>																																		
SECTION A - PAYER INFORMATION																																				
(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card) ARNOLD & PORTER			(3) TOTAL AMOUNT PAID (dollars and cents) \$ 1,285.00																																	
(4) STREET ADDRESS LINE NO. 1 555 TWELFTH STREET, N.W.																																				
(5) STREET ADDRESS LINE NO. 2																																				
(6) CITY WASHINGTON		(7) STATE DC		(8) ZIP CODE 20004																																
(9) DAYTIME TELEPHONE NUMBER (include area code) 202-942-5634		(10) COUNTRY CODE (if not in U.S.A.)																																		
IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)																																				
SECTION B - APPLICANT INFORMATION																																				
(11) APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card) SBC COMMUNICATIONS INC.																																				
(12) STREET ADDRESS LINE NO. 1 ATTENTION: WAYNE WATTS																																				
(13) STREET ADDRESS LINE NO. 2 175 EAST HOUSTON																																				
(14) CITY SAN ANTONIO		(15) STATE TX		(16) ZIP CODE 78205																																
(17) DAYTIME TELEPHONE NUMBER (include area code) 210-351-3476		(18) COUNTRY CODE (if not in U.S.A.)																																		
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SECTION E - CERTIFICATION																																				
(27) CERTIFICATION STATEMENT PHILIP W. HORTON <small>(PRINT NAME)</small> Certify under penalty of perjury that the foregoing and supporting information are true and correct to the best of my knowledge, information and belief. SIGNATURE <i>Philip W. Horton</i>																																				
SECTION F - CREDIT CARD PAYMENT INFORMATION																																				
(28) CREDIT CARD PAYMENT INFORMATION <table border="1" style="width:100%;"><tr><td style="width:10%;"><input type="checkbox"/> MASTERCARD</td><td style="width:40%;">CREDIT CARD/VISA ACCOUNT NUMBER: <table border="1" style="width:100%; text-align: center;"><tr><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td></tr></table></td><td style="width:20%;">EXPIRATION DATE: <table border="1" style="width:100%; text-align: center;"><tr><td> </td><td> </td><td> </td><td> </td></tr></table> <small>MONTH YEAR</small></td><td style="width:30%;">DATE <div style="border-bottom: 1px solid black; width: 100%;"></div></td></tr><tr><td><input type="checkbox"/> VISA</td><td colspan="4">Ready to authorize the FCC to charge my VISA or MASTERCARD for the service(s)/authorization(s) herein described. →</td></tr></table>					<input type="checkbox"/> MASTERCARD	CREDIT CARD/VISA ACCOUNT NUMBER: <table border="1" style="width:100%; text-align: center;"><tr><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td></tr></table>																				EXPIRATION DATE: <table border="1" style="width:100%; text-align: center;"><tr><td> </td><td> </td><td> </td><td> </td></tr></table> <small>MONTH YEAR</small>					DATE <div style="border-bottom: 1px solid black; width: 100%;"></div>	<input type="checkbox"/> VISA	Ready to authorize the FCC to charge my VISA or MASTERCARD for the service(s)/authorization(s) herein described. →			
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COPY

FCC 704
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554

Approved by OMB
3060-0048
Est. Burden: 8 Hours

FCC USE ONLY

APPLICATION FOR CONSENT TO TRANSFER OF CONTROL

(Under 47 CFR 21, 23, 25 and 101) Read instructions before completing.

PART I - To be completed by Permittee or Licensee

1(a) Name of Corporate Permittee or Licensee

ILLINOIS BELL TELEPHONE COMPANY

Mailing Street Address or P.O. Box, City, State and ZIP Code

ATTENTION: LYNN STARR, 1401 H STREET, N.W., SUITE 1020
WASHINGTON, DC 20005

Internet Address

Call Sign or Other FCC Identifier

KB9808, ET AL. (SEE EXHIBIT 1)

(b) Fee Data. Refer to 47 CFR Section 1.1105, the Common Carrier or Wireless Telecommunications Bureau Fee Filing Guides.

Line No.	(1) Fee Type Code	(2) Fee Multiple	(3) Fee Due for Fee Type Code in (b)(1)
1	CCPM	1	\$ 70.00
2	CAPM	27	\$ 1215.00
Add all amounts in Column (3), lines 1 and 2. Remit this amount with your application.			\$ 1285.00

FCC USE ONLY

2. Permits or Licenses held by Corporation for which a Transfer of Control is sought in this application. (See instructions.)

(a) Call Sign (b) File Number (c) Service (d) No. of Stations
SEE
EXHIBIT 1

3. Name and Street Address or P.O. Box, City, State and ZIP Code of Transferor

AMERITECH CORPORATION

ATTENTION: LYNN STARR

1401 H STREET, N.W., SUITE 1020, WASHINGTON, DC 20005

4. Name and Street Address or P.O. Box, City, State and ZIP Code of Transferee

SBC COMMUNICATIONS INC.

ATTENTION: WAYNE WATTS

175 EAST HOUSTON, SAN ANTONIO, TX 78205

5. Permittee or Licensee represents: (check one)

☒ That there is attached to this application as Exhibit No. 2 a certified copy of the Articles of Incorporation (charter) of the permittee or licensee company.

☐ That there is now on file with the Commission a current certified copy of the Articles of Incorporation of the permittee or licensee company. Indicate where filed: _____ Date filed: _____

CERTIFICATION: The undersigned, individually and for the permittee or licensee, represents that all the attached exhibits pertinent to Part I are a material part hereof and are incorporated herein as if set out in full in this application; and certifies that all the statements made in Part I of this application are true, complete and correct to the best of his (her) knowledge and belief. Willful false statements made on this application are punishable by fine and/or imprisonment (U.S. Code, Title 18, Section 1001), and/or revocation of any station license or construction permit (U.S. Code, Title 47, Section 312(a)(1)), and or forfeiture (U.S. Code, Title 47, Section 503).

Printed/Typed Name of Permittee or Licensee (Must agree with Item 1)	Signature	Title (Office Held by Person Signing)	Date
ILLINOIS BELL TELEPHONE COMPANY	<i>Lynn Starr</i>	EXECUTIVE DIRECTOR, FEDERAL RELATIONS	7/23/98

PART II - To be completed by Transferor

6(a) Transfer of Control will be accomplished by: (check one)

☒ Sale or other transfer or assignment of stock (Complete item 6(b)).

☐ Other (e.g., voting trust agreement, management contract, Court Order, etc.)

(b) Shares	No. of Shares	Classification (common, preferred, etc.)
Shares to be transferred		SEE EXHIBIT 3
Shares issued and outstanding		
Shares authorized		

7. Attach as Exhibit No. 3 a statement on how control is to be transferred, and copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.

CERTIFICATION: The undersigned represents that stock will not be delivered and that control will not be transferred until the Commission's consent has been received, but that transfer must be completed within 45 days if Commission consents; that all attached exhibits pertinent to Part II of this application are true, complete and correct to the best of his (her) knowledge and belief. Willful false statements made on the application are punishable by fine and/or imprisonment (U.S. Code, Title 18, Section 1001), and/or revocation of any station license or construction permit (U.S. Code, Title 47, Section 312(a)(1)), and or forfeiture (U.S. Code, Title 47, Section 503).

Printed/Typed Name of Transferor License (Must agree with Item 3)	Signature	Title (Office Held by Person Signing)	Date
AMERITECH CORPORATION	<i>Lynn Starr</i>	EXECUTIVE DIRECTOR, FEDERAL RELATIONS	7/23/98

PART III - To be completed by Transferee

8. Transferee is: (check one)

☐ INDIVIDUAL

☐ PARTNERSHIP

☒ CORPORATION

☐ UNINCORPORATED ASSOCIATION

9. Attach as Exhibit No. 3 a statement of transferee's principal business.


10. Attach as Exhibit No. 4 a statement of the businesses, employment, or activities, other than communications in which individual transferee, each member if a partnership, and all principals if a corporation, are engaged, giving (a) nature of activity, (b) location of activity, and (c) hours devoted to each activity.

Place an "X" in the appropriate column.		YES	NO
11. Is individual transferee, or if partnership each member of partnership, a citizen of the United States?	➤	N/A	
12. Is transferee or any party to this application a representative of an alien or of a foreign government?	➤		X
13. If transferee is a partnership, attach as Exhibit No. <u>X</u> one copy, properly certified of the partnership agreement, or if oral, complete details thereof.		N/A	
14. If transferee is a Corporation (including joint stock companies) or Association, answer the following:			
a. Under laws of what State or Country is it organized? <u>DELAWARE</u>			
(1) Attach as Exhibit No. <u>5</u> a certified copy of the Articles of Incorporation (charter) if not heretofore on file with the Commission.			
(2) Attach as Exhibit No. <u>6</u> the names, addresses and percentages of stock held by all principals of the corporation and by all stock holders owning and/or voting 10 percent of more of the transferee's stock.			
b. Is any director or officer an alien? <u>SEE EXHIBIT 7</u>	➤	X	
c. Is more than one-fifth of the capital stock owned of record, or may it be voted, by aliens or their representatives, or by a foreign government or representatives thereof, or by a corporation organized under the laws of a foreign government?	➤		X
d. Is transferee directly or indirectly controlled by an other corporation? If "YES", give in Exhibit No. <u>X</u> the names and addresses of all such controlling corporations to and including organization having final control and furnish for each all the information requested in 14a through c above.	➤		X
e. Is transferee directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens?	➤		X
f. Is more than one-fourth of the capital stock of any controlling corporation owned of record, or may it be voted by aliens or their representatives, or by a foreign government or representative thereof, or by an corporation organized under the laws of a foreign government?	➤		X
15. Is transferee directly or indirectly interested in or affiliated with any entity or person engaged in the business of providing a public land line message telephone service? If "YES", and transferee is not a land line telephone carrier, attach as Exhibit No. <u>X</u> a statement relating the facts. <u>SEE EXHIBIT 3</u>	➤	X	
16. If permittee or licensee holds any Multipoint Distribution Service (MDS or MMDS) authorizations, is transferee directly or indirectly interested in or affiliated with, or has leasing arrangements with a cable television company? If "YES", submit as Exhibit No. <u>X</u> a description of the relationship and a map showing overlap of boundaries of cable franchise area and MDS station's protected service area, if any.	➤		N/A
17. Has transferee or any party to this application had any station authorization revoked or had any application for construction permit, license or renewal denied by the Commission? If "YES", attach as Exhibit No. <u>X</u> a statement relating all the pertinent circumstances.	➤		X
18. Has any court finally adjudged the transferee, or any person directly or indirectly controlling the transferee, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or of unfair methods of competition? If "YES", attach as Exhibit No. <u>X</u> a statement relating the facts.	➤		X
19. Has the transferee, or any party to this application, or any person directly or indirectly controlling the transferee ever been convicted of a crime for which the penalty imposed was a fine of \$500 or more, or an imprisonment of six months or more? If "YES", attach as Exhibit No. <u>X</u> a statement relating the facts.	➤		X
20. Is transferee, or any person directly or indirectly controlling the transferee, presently a party in any matter referred to in Items 17, 18, or 19? If "YES", attach as Exhibit No. <u>8</u> a statement relating the facts.	➤	X	
21. Is transferee directly or indirectly, through stock ownership, contract, or otherwise interested in the ownership or control of any other radio stations licensed by this Commission? If "YES", give (a) call sign and service, (b) location, and (c) name of licensee below. <u>SEE EXHIBIT 9</u>	➤	X	
22. Has applicant ever been directly or indirectly interested in the ownership or control of any radio stations other than those stated in Item 21 above? If "YES", give (a) call sign and service, (b) location, and (c) name of licensee below. <u>SEE EXHIBIT 9</u>	➤	X	

Place an "X" in the appropriate column.		YES	NO
23. Will transferee propose any of the following changes after the transfer of control is authorized (see instructions):			
a. Changes in the services currently offered? If "YES", attach as Exhibit No. <u>X</u> a brief statement of the proposed changes.			X
b. Changes in technical personnel, maintenance or repair of facilities? If "YES", attach as Exhibit No. <u>X</u> a description of positions to be changed and specific arrangements for prompt maintenance or repair of facilities.			X
c. Changes in management or personnel responsible for the operation of the station? If "YES", in Exhibit No. <u>X</u> , describe the manner in which the proposal will operate, and list present positions of responsibility to be changed and proposed positions and division of responsibility, including hours of physical supervision. (When responsibilities are to be divided with any other business, give the name and address of owner of each such business and submit copy of working agreement.)			X
24. If transferee is a corporation, is stock of transferee to be sold after this consent is issued for any other purpose? If "YES", explain purpose in Exhibit No. <u>X</u> SEE EXHIBIT 3 FOR DESCRIPTION OF TRANSACTION			
25. Does transferee now hold any obligations of licensee corporation? If "YES", in Exhibit No. <u>X</u> , describe the obligations, methods by which acquired, and the dates on which they were obtained.			X
26. Does local or state law require any authorization to transfer the control of the facilities and/or operations involved herein? If "YES", attach as Exhibit No. <u>X</u> a single certified copy of such authorization. *		X	
27. a. Is transferee personally familiar with the provisions of the Commission's Rules governing the services which are the subject of this application?		X	
b. Has transferee examined the subject facilities and determined that construction and operation is in compliance with current authorizations and the Commission's Rules? SEE EXHIBIT 10			
28. Attach as Exhibit No. <u>3</u> a complete statement, setting forth facts which show how the instant proposal will be in the public interest, and disclosing all relationships, affiliations or connections between the transferee and current or prospective subscribers. The statement should contain the names of any common stockholders, officers, directors, employees or individuals closely related to the management or control of the facilities of the transferee and any subscriber.			
29. If corporate permittee or licensee holds any authorizations for Part 21 stations, answer (a) and (b) below:			
a. Does authorization involve facilities that have not been constructed? If "YES", does transferee represent that it has, or has reasonable assurance that it will have, the ability to meet the expected cost of constructing any such facilities within the construction period, and the estimated operating expenses for twelve months?			X
b. Were facilities authorized following a comparative hearing and have been operated less than one year; or involve facilities that have not been constructed; or involve facilities that were authorized following a random selection proceeding in which the successful applicant received a preference and that have been operated for less than one year?			X
30. Does transferee represent that the information given in Part III of this application is true and correct, including any contracts or other instruments submitted, and that said information and contracts (if any) constitute the full agreement?		X	
31. Does transferee acknowledge that, if Commission consents, transfer of control must be completed within 45 days of date of consent and Commission must be notified by letter within 10 days of consummation?		X	

CERTIFICATION; Neither the applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. The undersigned represents that all the attached exhibits pertinent to Part III are a material part hereof and are incorporated herein as if set out in full in this application; and certifies that all the statements made in Part III of this application are true, complete and correct to the best of his (her) knowledge and belief.

Willful false statements made on this application are punishable by fine and imprisonment (U. S. Code, Title 18, Section 1001) and/or revocation of any Station license or construction permit (U.S. Code, Title 47, Section 312(a)(1)) and or forfeiture (U.S. Code, Title 47, Section 503).

Typed/Printed Name of Transferee	Signature	Title (Office Held by Person Signing)	Date
JAMES S. KAHAN		SENIOR VICE PRESIDENT -- CORPORATE DEVELOPMENT	7/22/98

*THE NECESSARY APPROVALS ARE BEING SOUGHT AND WILL BE SUPPLIED
TO THE COMMISSION UPON REQUEST.

Exhibit 1

Part 101

Illinois Bell Telephone Company

(a) Call Sign	(b) File Number	(c) Service	(d) No. of Stations
KB9808	9050292	Local Television Transmission Service	1
KSA96	9050293	Local Television Transmission Service	1
KVU32	9050295	Point-to-Point Microwave Radio Service	1
WHT252	9502432	Point-to-Point Microwave Radio Service	1
WLK822	9103384	Point-to-Point Microwave Radio Service	1
WLK823	9050299	Point-to-Point Microwave Radio Service	1
WLL573	9050301	Point-to-Point Microwave Radio Service	1
WLN257	9103382	Point-to-Point Microwave Radio Service	1
WLN259	9604846	Point-to-Point Microwave Radio Service	1
WLN840	9509207	Point-to-Point Microwave Radio Service	1
WLN841	9509208	Point-to-Point Microwave Radio Service	1
WLN842	9050308	Point-to-Point Microwave Radio Service	1
WLT387	9700473	Point-to-Point Microwave Radio Service	1
WLT388	9700474	Point-to-Point Microwave Radio Service	1
WLU435	9503927	Point-to-Point Microwave Radio Service	1
WLU436	9003005	Point-to-Point Microwave Radio Service	1
WLU437	9503926	Point-to-Point Microwave Radio Service	1
WLU438	9206793	Point-to-Point Microwave Radio	1

		Service	
WLU439	9003008	Point-to-Point Microwave Radio Service	1
WMI743	9406990	Point-to-Point Microwave Radio Service	1
WMI745	9305852	Point-to-Point Microwave Radio Service	1
WMI746	9406991	Point-to-Point Microwave Radio Service	1
WMQ501	9406989	Point-to-Point Microwave Radio Service	1
WMS378	9501330	Point-to-Point Microwave Radio Service	1
WMS379	9501331	Point-to-Point Microwave Radio Service	1
WPJF449	9604847	Point-to-Point Microwave Radio Service	1
Olive Hardy, Illinois	Pending	Point-to-Point Microwave Radio Service	1
Pullman County, Illinois	Pending	Point-to-Point Microwave Radio Service	1

Response to Item 5.

Attached is a certified copy of the Articles of Incorporation for Illinois Bell Telephone Company.

Certificate Number 13620

1 c

3-29-71

4-23-71

STATE OF ILLINOIS

OFFICE OF THE SECRETARY OF STATE



To all to whom these Presents Shall Come, Greeting:

Whereas, *Articles of amendment to the Articles of Incorporation*
and Restated Articles of Incorporation
duly signed and verified of

ILLINOIS BELL TELEPHONE COMPANY

have been filed in the Office of the Secretary of State, on the 24th
day of March *A. D. 19* 71, *as provided by "THE BUSINESS*
CORPORATION ACT" of Illinois, in force July 13, A. D. 1933.

Now Therefore, I, JOHN W. LEWIS, Secretary of State of the State of Illinois,
by virtue of the powers vested in me by law, do hereby, issue this certificate of
amendment, and attach thereto a copy of the Articles of Amendment to
the Articles of Incorporation of the aforesaid corporation.

In Testimony Whereof, *I thereto set my hand, and cause to*
be affixed the Great Seal of the State of Illinois,
Done at the City of Springfield this 24th
day of March *A. D. 19* 71 *and*
of the Independence of the United States
the one hundred and 95th.

(SEAL)

John W. Lewis

SECRETARY OF STATE.

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F.F. 100.00
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ARTICLES OF AMENDMENT

AMENDING AND RESTATING THE ARTICLES OF INCORPORATION
of
ILLINOIS BELL TELEPHONE COMPANY

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Pursuant to Section 55 of "The Business Corporation Act" of Illinois, as amended, the undersigned corporation hereby executes the following Articles of Amendment to amend and restate its Articles of Incorporation.

ARTICLE FIRST: The name of the corporation is ILLINOIS BELL TELEPHONE COMPANY.

ARTICLE SECOND: The following amendments were adopted in the manner prescribed by said "The Business Corporation Act":

1. The aggregate number of shares which the corporation has authority to issue is increased from 65,000,000 to 100,000,000.

2. The Articles of Incorporation are amended and restated to read as follows:

I The name of this corporation is ILLINOIS BELL TELEPHONE COMPANY.

It was originally incorporated January 14, 1881 under the name Chicago Telephone Company. It changed to its present name effective December 13, 1920. No other changes of corporate name have occurred.

(Restated)

II The period of its duration is 150 years from January 14, 1881.

(Restated)

III The purposes of the corporation are:

1. To construct, maintain and operate telephone and telegraph lines and all other types of communication facilities within and without the State of Illinois.

2. To engage in the transmission and communication from one place to another, wherever located, whether by electrical impulse or otherwise, of all forms of intelligence, including writings, signs, signals, data, pictures, images and sounds of all kinds, by aid or means of wire, cable, radio relay, space vehicle or any other methods or means of transmission or communication, including without limitation telephony and telegraphy, now or hereafter existing, and in the development, manufacture, construction, operation,

PAID

MAR 25 1971

Secretary of State

maintenance and repair of, and any other action with respect to, any methods or means of such transmission or communication, and devices, equipment, instruments, appliances, implements and other apparatus and material useful or capable of being used in connection therewith.

3. To do any and all things necessary or desirable to the attainment of any of the purposes of the corporation or incidental thereto.

4. To exercise all powers and privileges of corporations organized under The Business Corporation Act of Illinois, as from time to time amended, to the fullest extent not forbidden by law or these Articles.

(Amended and Restated)

IV The aggregate number of shares which the corporation is authorized to issue is 100,000,000 comprising a single class with each share having a par value of \$20.00.

(Amended and Restated)

ARTICLE THIRD: The number of shares of the corporation outstanding at the time of the foregoing amendment increasing the aggregate number of shares the corporation may issue to 100,000,000 and also on the date of adoption of the foregoing amendment amending and restating the Articles of Incorporation was 61,635,895 shares, all of a single class.

ARTICLE FOURTH:

1. The number of shares voted for said amendment increasing the authorized shares was 61,496,591 ; and the number of shares voted against said amendment was 3,558 .

2. The number of shares voted for this amendment amending and restating the Articles of Incorporation was 61,495,945 ; and the number voted against said amendment was 4,359 .

3. On the date of the adoption of the amendment amending and restating the Articles of Incorporation the corporation had a stated capital of \$1,232,717,900 and a paid-in surplus of \$21,476, a total of \$1,232,739,376.

ARTICLE FIFTH: On the date of adoption of the amendment amending and restating the Articles of Incorporation the address of the corporation's registered office was, and it now is, 225 West Randolph Street, Chicago, Illinois, and its registered agent at that address was then and now is C. W. Ebersold.

IN WITNESS WHEREOF, the undersigned corporation has caused

these Articles of Amendment to be executed in its name by its President,
and its corporate seal to be hereto affixed, attested by its Secretary,
this 23rd day of March, 1971.

ILLINOIS BELL TELEPHONE COMPANY

By C. L. Brown
Its President

ATTEST:

W. E. Hunsaker
Its Secretary

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

I, Donald W. Morrison, a Notary Public, do hereby certify that
on the 23rd day of March, 1971, C. L. Brown personally appeared before
me and, being first duly sworn by me, acknowledged that he signed the
foregoing document in the capacity therein set forth and declared that
the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
the day and year before written.

Donald W. Morrison
Notary Public

My Commission expires: October 16, 1974.

Certificate Number 2567



To all to whom these Presents Shall Come, Greeting:

Whereas, Articles of MERGER duly signed and verified of
TRANSITION CO., merged into ILLINOIS BELL TELEPHONE COMPANY

have been filed in the Office of the Secretary of State on the 5th
day of April A.D. 1974 as provided by "THE BUSINESS
CORPORATION ACT" of Illinois, in force July 13, A.D. 1933 as amended;
Now Therefore, I, **Michael J. Howlett** Secretary of State of the State of Illinois,
by virtue of the powers vested in me by law, do hereby issue this certificate of
MERGER and attach thereto a copy of the Articles of MERGER
of the aforesaid corporation.

In Testimony Whereof, Thereto set my hand and cause, to
be affixed the Great Seal of the State of Illinois

Done at the City of Springfield this 5th
day of April A.D. 1974 and
of the Independence of the United States
the one hundred and 98th

(SEAL)

Michael J. Howlett

SECRETARY OF STATE



FORM BCA-66A

ARTICLES OF MERGER
OF SUBSIDIARY
CORPORATIONS

(Strike out inapplicable words)

127-CH3-5
(Do not write in this space)

Date Paid 4-5-74
Filing Fee \$ 100.00
Clerk *[Signature]*

MICHAEL J. HOWLETT,
To ~~JOHN W. LEWIS~~ Secretary of State,

2891 21

The undersigned corporation, pursuant to Section 66A of "The Business Corporation Act" of the State of Illinois, hereby executes the following articles of merger:

ARTICLE ONE

The names of the corporations proposing to merge and the names of the States under the laws of which such corporations are organized, are as follows:

Name of Corporation	State of Incorporation
<u>Illinois Bell Telephone Company</u>	<u>Illinois</u>
<u>Transition Co.</u>	<u>Illinois</u>

ARTICLE TWO

The laws of Not Applicable
the State under which such foreign corporation is
corporations are organized, permit such merger.

ARTICLE THREE

The name of the surviving corporation shall be Illinois Bell Telephone Company
and it shall be governed by the laws of the State of Illinois

ARTICLE FOUR

The plan of merger is as follows:

See Appendix A

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Secretary of State

PLAN OF MERGER AND REORGANIZATION
between
ILLINOIS BELL TELEPHONE COMPANY
and
TRANSITION CO.
ADOPTED BY
AMERICAN TELEPHONE AND TELEGRAPH COMPANY

PLAN OF MERGER AND REORGANIZATION, adopted by the Board of Directors of American Telephone and Telegraph Company, a New York corporation (American), as parent corporation, on February 20, 1974 pursuant to Section 66a of the Illinois Business Corporation Act, relating to the following named subsidiary corporations of American: Illinois Bell Telephone Company, an Illinois corporation (Illinois Bell) and Transition Co., an Illinois corporation (Illinois Bell and Transition Co. being hereinafter collectively referred to as the Subsidiary Corporations).

ARTICLE I

The authorized capital stock of Illinois Bell consists of 100,000,000 Common Shares, par value \$20.00 per share, of which 69,338,359 shares are now issued and outstanding. Of the Illinois Bell Common Shares now issued and outstanding, 68,871,393 shares (99.33%) are owned beneficially and of record by American; the remaining 466,966 shares not so owned are hereinafter called the "Publicly Held Shares".

The authorized capital stock of Transition Co. consists of 1,000 Common Shares, par value \$1.00 per share, all of which shares are issued and outstanding and are owned beneficially and of record by American.

ARTICLE II

Upon the Effective Date of the Merger, as such term is defined in Article IV hereof, (i) Transition Co. shall be merged into Illinois Bell which shall be the Surviving Corporation and shall continue its corporate existence as an Illinois corporation; (ii) the corporate name of the Surviving Corporation shall continue to be Illinois Bell Telephone Company; (iii) the Articles of Incorporation of Illinois Bell, as then in effect, shall be the Articles of Incorporation of the Surviving Corporation until duly amended or changed in accordance with the laws of the State of Illinois; (iv) the By-Laws of Illinois Bell then in effect shall continue as the By-Laws of the Surviving Corporation until duly amended or changed in accordance with the laws of the State of Illinois; (v) the directors of Illinois Bell then in office shall continue as directors of the Surviving Corporation to serve for the terms to which they have been elected and until their respective successors shall be duly elected and qualified; and (vi) the separate existence of Transition Co. shall cease.

Upon the Effective Date of the Merger the Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, immunities and franchises, as well of a public as of a private nature, of each of the Subsidiary Corporations; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest, of or belonging to or due to each of the Subsidiary Corporations, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate, or any interest therein, vested in either of the Subsidiary Corporations shall not revert or be in any way impaired by reason of the

merger; and the Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of each of the Subsidiary Corporations; and any claim existing or action or proceeding pending by or against either of the Subsidiary Corporations may be prosecuted to judgment as if the merger had not taken place, or the Surviving Corporation may be substituted in its place, and neither the rights of creditors nor any liens upon the property of either of the Subsidiary Corporations shall be impaired by the merger.

ARTICLE III

The manner and basis of converting the shares of capital stock of each merging Subsidiary Corporation upon the merger provided for hereby shall be as follows:

- (i) Each of the Publicly Held Shares of Illinois Bell issued and outstanding on the Effective Date of the Merger shall on such Date be converted into and become, without any action on the part of the holder thereof, 9/10 of one fully paid and non-assessable Common Share, par value \$16²/₃ per share, of American; and
- (ii) Each Illinois Bell Common Share owned by American on the Effective Date of the Merger shall remain unchanged and unaffected by the merger and shall continue as one Common Share of the Surviving Corporation; and
- (iii) Each Common Share of Transition Co. issued and outstanding on the Effective Date of the Merger shall on such Date be cancelled and retired.

Each holder of record of Publicly Held Shares of Illinois Bell on the Effective Date of the Merger shall become the holder of record on that date of the number of American Common Shares to which such holder shall be entitled as aforesaid. The conversion of the Publicly Held Shares into American Common Shares shall be complete and effective on the Effective Date of the Merger without regard to the date or dates upon which certificates representing Publicly Held Shares shall be surrendered by the holders thereof in exchange for certificates representing American shares. Until surrendered, as provided below, certificates for Publicly Held Shares shall be deemed for all purposes from and after the Effective Date of the Merger to evidence the ownership of the number of American Common Shares into which the same were converted.

As soon as possible after the Effective Date of the Merger, each holder of an outstanding certificate or certificates theretofore representing Publicly Held Shares of Illinois Bell shall surrender the same to American, and each holder shall upon such surrender receive in exchange therefor a certificate or certificates representing the number of full American Common Shares into which the Publicly Held Shares theretofore represented by the certificate or certificates so surrendered shall have been converted. Until such surrender, any dividends or other distributions in respect of American Common Shares into which Publicly Held Shares shall have been converted shall be accumulated and not paid or delivered, but at the time of such surrender any dividends or other distributions so accumulated shall be paid or delivered in full but without interest.

No fractional American Common Shares, and no scrip or certificates therefor, will be issued in connection with the merger, and no person entitled to any fractional interest in an American Common Share shall be entitled to voting, dividend or other rights as a shareholder on account of such fractional interest, except that any dividends or other distributions which would otherwise be payable to such person on account of such fractional interest prior to the expiration of the exchange period hereinafter provided for with respect to such fractional interest shall be paid to such person without interest upon surrender of his certificate or certificates formerly evidencing Publicly Held Shares of Illinois Bell. Each such person shall be afforded the opportunity

for a period of 50 days after the Effective Date of the Merger to instruct American, as agent for such person, to purchase an additional fractional interest sufficient to entitle such person to one full American Common Share or to sell his fractional interest. Orders may be executed on the New York Stock Exchange or otherwise as American shall deem advisable, and American, acting as such agent, may match orders and combine fractional interests into whole interests. All expenses of the execution of such orders, and any applicable transfer taxes, will be apportioned by American, acting as such agent, among the persons for whom such orders are executed, and the net cost will be billed, or the net proceeds remitted, as the case may be, to such persons on the basis of the average daily price on the day of execution of such orders. After the expiration of such 50-day period, American, acting as such agent, will sell at market for the account of the owners of the then outstanding fractional share interests, such American Common Shares as shall be equivalent to the aggregate of the fractional share interests then outstanding. American will thereafter hold the net proceeds of such sale in general accounts and pay to such owners, upon surrender of their certificates formerly evidencing Publicly Held Shares, their pro rata share of such net proceeds without interest. The Board of Directors or the Executive Committee of American shall have the power to adopt rules and regulations concerning the purchase and sale of such fractional interests.

ARTICLE IV

This Plan of Merger and Reorganization shall become effective upon the issuance of a Certificate of Merger by the Secretary of State of the State of Illinois pursuant to Section 66a of the Illinois Business Corporation Act. The date upon which such Certificate of Merger shall be issued is herein called the "Effective Date of the Merger".

This Plan of Merger and Reorganization may be terminated and the merger contemplated hereby abandoned at any time before the Effective Date of the Merger by the Board of Directors or Executive Committee of American, in which event this Plan of Merger and Reorganization shall be wholly void and of no effect and there shall be no liability to any person on the part of the Subsidiary Corporations, American or the Boards of Directors, officers or shareholders thereof.

ARTICLE FIVE

The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class owned Immediately Prior to Merger by the Parent Corporation
<u>Illinois Bell Telephone Company</u>	<u>69,338,359 Common</u>	<u>68,871,393 Common</u>
<u>Transition Co.</u>	<u>1,000 Common</u>	<u>1,000 Common</u>

ARTICLE SIX

The date of mailing a copy of the plan of merger to the shareholders of each merging subsidiary corporation was March 5, 1974.

Was written consent for the merger or written waiver of the 30 day period by the holders of all the outstanding shares of all subsidiary corporations received? No

(If answer is in the negative, the duplicate originals of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger to the shareholders of each merging subsidiary corporation).

ARTICLE SEVEN

(Delete this article if surviving or new corporation is to be governed by the laws of the State of Illinois.)

~~It is agreed that, upon and after the issuance of a certificate of merger by the Secretary of State of the State of Illinois:~~

~~1. The surviving corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving or new corporation;~~

~~2. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving corporation to accept service of process in any such proceedings; and~~

~~3. The surviving corporation will promptly pay to the dissenting shareholders of any corporation organized under~~

the laws of the State of Illinois which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act" of the State of Illinois with respect to the rights of dissenting shareholders.

IN WITNESS WHEREOF, the undersigned corporation has caused these articles of merger to be executed in its name by its Vice President attested by its Secretary, this 6th day of March 19 74

AMERICAN TELEPHONE AND TELEGRAPH COMPANY

By W. L. Mobraaten
Its ~~(President)~~ (Vice-President)

PLACE
(Corporate Seal)
Here

Attest:

J. A. Hurling
Its (Secretary) ~~and Assistant Secretary~~

STATE OF New York
COUNTY OF New York } ss.

I, Rita M. Althouse, a Notary Public, do hereby certify that on the 6th day of March, A.D. 19 74, personally appeared before me W. L. Mobraaten who declares he is Vice President of the corporation, executing the foregoing document, and being first duly sworn, acknowledged that he signed the foregoing articles of merger in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

PLACE
(Notarial Seal)
HERE

Rita M. Althouse
Notary Public
RITA M. ALTHOUSE
Notary Public, State of New York
No. 31-5080550
Qualified in New York County
Commission Expires March 30, 1974

Form BCA-66A

Box

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File

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ARTICLES OF MERGER
OF

ILLINOIS BELL TELEPHONE COMPANY

TRANSITION CO.

AT H L R R

APR 5 - 1974

Michael J. Howlett
Secretary of State

(File in Duplicate)

Filing Fee \$100.00

If merger involves more than two corporations, \$50.00 for each additional corporation.